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CLARK F. BROWN, JR.  
2113 Sarno Road  
Melbourne, Florida 32935  
407-259-9429 (phone)  
407-259-5844 (fax)

March 9, 1998

Florida Department of State  
Division of Corporations  
New Filings Section  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: DENTAL IMPLANTOLOGY OF FLORIDA, PA

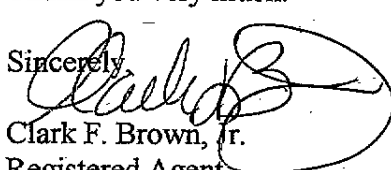
Dear Sirs:

Enclosed with this letter are two (2) original copies of the Articles of Incorporation of Dental Implantology of Florida, PA.

Also enclosed is a check made payable to the Department of State in the amount of \$122.50 to cover the various filing fees: Filing Fee \$35.00; Registered Agent Designation Fee \$35.00; and Certified Copy of the Articles Fee \$52.50. Please return one certified copy of the Articles of Incorporation to me.

Thank you very much.

Sincerely,

  
Clark F. Brown, Jr.  
Registered Agent

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98 MAR 10 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01/3  
3-11-98

**ARTICLES OF INCORPORATION  
OF  
DENTAL IMPLANTOLOGY OF FLORIDA, PA**

**FILED**  
98 MAR 10 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED** incorporators to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation is **DENTAL IMPLANTOLOGY OF FLORIDA, PA.**

**ARTICLE II**

**PERMITTED BUSINESS & ACTIVITIES**

The general nature of the business to be transacted by this Corporation is to engage in every aspect and phase of the practice of dentistry as a professional corporation and to own and operate dental offices for the purpose of providing dental care and treatment.

To promote dental, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; to provide educational training, and any other related service.

This Corporation may employ dentists and dental hygienists and contract with other professional corporations for the purpose of providing dental care and treatment.

This Corporation may hire non-professional personnel and contract with other non-professional corporations for any lawful purpose.

This business may engage in every phase of any and all activities and businesses permitted by the laws of the United States and the State of Florida or any other State, territory, district or possession of the United States and all such activities and businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the Corporation shall have the power to:

- A. Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this State and in any of the several States, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.
- B. Purchase corporate assets of any other corporation and engage in the same character of business.

- C. Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.
- D. Take, hold, sell, and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.
- E. Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this State or any other State or government and while owner of such stock to exercise all the rights, powers and privileges of ownership including the right to vote such stock.
- F. Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital as may be permitted by the Laws of the State of Florida. Shares of its own capital stock, owned by this Corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholder's quorum or vote.
- G. Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required and as allowed by law.
- H. Make gifts for educational, scientific or charitable purposes.
- I. Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding against liability for their good faith acts and omissions to the extent provided by law.
- J. Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the provisions of subsection K hereof.
- K. Enter into general partnership, limited partnerships (whether the Corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this Certificate of Incorporation, jointly or in common with others, so long as the participating corporations, person or association would have the power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the Corporation.

### **ARTICLE III**

#### **CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is **7,500 shares** of common stock, having a par value of **\$1.00 per share**. The consideration to be paid for each share shall be fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

A holder of any stock of this Corporation shall be entitled as of right, to purchase or subscribe for (i) any of the Corporation's authorized but unissued stock of any class, (ii) any of the Corporation's treasury stock, (iii) any additional stock of any existing or newly created class resulting from an increase in the Corporation's authorized capital stock, or (iv) any bonds, certificates of indebtedness, debentures or other securities issued by the Corporation which are convertible into any class of stock of this Corporation, prior to purchase by any new purchaser, if such stock or securities are issued for cash, pro rata, based upon such stockholder's percentage of ownership of stock in the Corporation.

### **ARTICLE IV**

#### **TERM OF EXISTENCE**

This Corporation is to exist perpetually, beginning with the filing of these Articles of Incorporation with the Secretary of State of Florida.

### **ARTICLE V**

#### **INITIAL PRINCIPLE OFFICE AND RESIDENT AGENT**

The street address of the initial principle office of this Corporation is: 2040 Polk Street, Hollywood, Florida 33020.

The name and address of the initial registered agent of this Corporation is: Clark Brown, 2113 Sarno Road, Melbourne, Florida 32935...

### **ARTICLE VI**

#### **DIRECTORS**

This Corporation shall have a minimum of three (3) Directors, licensed to practice dentistry in the State of Florida. The number of directors may be either increased or diminished from time to time, as provided by the By-Laws.

## **ARTICLE VII**

### **DIRECTORS' POWERS**

The Board of Directors shall have the power to fix or change salaries of the directors as the directors and as officers, to permit contracts or other transactions between the Corporation and one or more of its directors individually or in which one or more of its directors are interested, and to exercise such powers of the Corporation as are not inconsistent with these Articles of Incorporation or with any By-Laws that may be adopted by the Shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this Corporation and any corporation, association or other enterprise of which one or more of its directors are stockholders, members, directors, officers or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this Corporation, which acts upon, or in reference to, such contract or transactions, or because of his or their participation in such action, if the fact that such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be invalid under the common or statutory law applicable thereto.

## **ARTICLE VIII**

### **ORIGINAL DIRECTORS**

The names and addresses of the first Board of Directors of this Corporation are:

<b>NAME</b>	<b>ADDRESS</b>
<b>Clark F. Brown, Jr.</b>	<b>2113 Sarno Road, Melbourne, FL 32935</b>
<b>Claudio L. Miro</b>	<b>780 NW 42<sup>nd</sup> Ave., Miami, FL 33126</b>
<b>Arthur K. Molzan</b>	<b>819 Del Prado Blvd. N., Cape Coral, FL 33990</b>
<b>Anthony Otero</b>	<b>780 NW 42<sup>nd</sup> Ave., Miami, FL 33126</b>
<b>Thomas W. Roberts</b>	<b>6809 S. Dixie Hwy., West Palm Beach, FL 33405</b>
<b>Thomas A. Schopler</b>	<b>225 N. 21<sup>st</sup> Street, Hollywood, FL 33020</b>

## **ARTICLE IX**

### **INCORPORATORS**

The names and addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
<b>Claudio L. Miro</b>	<b>780 NW 42<sup>nd</sup> Ave., Miami, FL 33126</b>
<b>Anthony Otero</b>	<b>780 NW 42<sup>nd</sup> Ave., Miami, FL 33126</b>
<b>Thomas A. Schopler</b>	<b>225 N. 21<sup>st</sup> Street, Hollywood, FL 33020</b>

The incorporators of these Articles of Incorporation hereby assigns to this Corporation any and all of their rights under Section 607.161, Florida Statutes, to constitute a corporation.

## **ARTICLE X**

### **OFFICERS**

The officers of the Corporation shall initially consist of a President and a Secretary and a Treasurer and such others as may be deemed appropriate may be provided for in the By-Laws.

The names of the persons who are initially to serve as such officers are:

OFFICE	NAME
<b>President</b>	<b>Thomas A. Schopler</b>
<b>Secretary</b>	<b>Anthony Otero</b>
<b>Treasurer</b>	<b>Claudio L. Miro</b>

## **ARTICLE XI**

### **RESTRICTION ON TRANSFER OF STOCK**

The shares of capital stock of this Corporation shall be issued initially to the following persons in the amount set opposite their name:

NAME	SHARES
<b>Clark F. Brown, Jr.</b>	<b>100</b>
<b>Claudio L. Miro</b>	<b>100</b>
<b>Arthur K. Molzan</b>	<b>100</b>
<b>Anthony Otero</b>	<b>100</b>
<b>Thomas W. Roberts</b>	<b>100</b>
<b>Thomas A. Schopler</b>	<b>100</b>

Shareholders shall not divest themselves of any of the shares without first informing the Board of Directors, in writing, of the intent of any such divestment. Upon such notice given to the Board of Directors, the Corporation shall first be given thirty (30) days to purchase these shares. Should there be any shares remaining, other shareholders shall be given the opportunity to purchase the shares of stock to be sold. Other shareholders shall have thirty (30) days from the date the Corporation made any purchase or declined the purchase by notice or by inaction. Should there be any shares remaining after both the Corporation and other shareholders have had the called for time to make such purchase, the shareholder shall be free to sell his shares to an entity or entities lawfully allowed to hold shares in this Corporation.

The terms, agreements and conditions for offering and/or acceptance for the sale and ownership of such shares among and between the Corporation and shareholders shall be more specifically defined in the By-Laws of the Corporation and be in full compliance with Florida Statute 466.0285.

## **ARTICLE XII**

### **AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this Corporation by the unanimous approval or consent of the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

## **ARTICLE XIII**

### **ACTION OF SHAREHOLDERS WITHOUT MEETING**

No action of the shareholders may be taken without a meeting unless a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders of the Corporation and filed with the Secretary of the Corporation as part of the corporate records. It is not necessary that all shareholders sign the same document.

## **ARTICLE XIV**

### **PREEMPTIVE RIGHTS**

Shareholders of the Corporation shall have the preemptive rights to acquire their pro rata share of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of treasury shares.

This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

No issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the Corporation.

These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the Corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the Corporation.

These preemptive rights shall be subject to all restrictions of Florida Statutes 466.0285.

## **ARTICLE XV**

### **MANAGEMENT OF THE CORPORATION BY THE BOARD OF DIRECTORS**

All management powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under, the direction of the Board of Directors of this Corporation.



ARTICLE XVI


PRINCIPLE OFFICE OF THE CORPORATION

The principle office of the Corporation is located at 2040 Polk Street, Hollywood, Florida 33020.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have executed the Articles of Incorporation this 7th day of February, 1998.

  
Claudio L. Miro

  
Anthony Otero

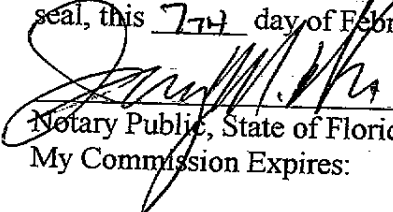
  
Thomas A. Schopler

STATE OF FLORIDA )

COUNTY OF BROWARD )

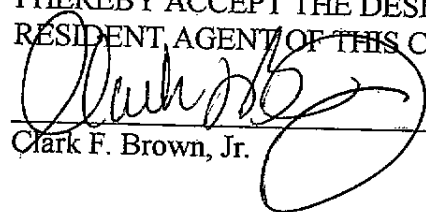
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared and identified themselves by FLORIDA DRIVER'S LICENSE, CLAUDIO L. MIRO, ANTHONY OTERO, and THOMAS A. SCHOPLER, known to me and known to me to be the persons who have executed the foregoing Articles of Incorporation, and have acknowledged before me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 7th day of February, 1998.

  
Notary Public, State of Florida  
My Commission Expires:



I HEREBY ACCEPT THE DESIGNATION AS  
RESIDENT AGENT OF THIS CORPORATION.

  
Clark F. Brown, Jr.

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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